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## 148226

surety rider and return it to Joan Burke at Osborn Maledon, P.A., along with the expired Greenwich bond.

Respectfully submitted this 9<sup>th</sup> day of January 2007.

OSBORN MALEDON, P.A.

By   
Joan S. Burke  
2929 North Central Avenue, Suite 2100  
Phoenix, Arizona 85012-2794  
602-640-9356 (voice)  
602-640-6074 (fax)  
[jsburke@omlaw.com](mailto:jsburke@omlaw.com)

Attorneys for XO Communications Services,  
Inc., XO Long Distance Services, Inc., XO  
Arizona, Inc. and XO Communications, Inc.

**This Bond Supersedes and Replaces All Prior Bonds**

**PERFORMANCE BOND**

Bond No. KO 73 49 42 7

KNOW ALL BY THESE PRESENTS. That we, XO Communications Services, Inc., as Principal and Westchester Fire Insurance Company, a New York corporation, as Surety, are held and firmly bound unto Arizona Corporation Commission, 1200 W. Washington St., Phoenix, AZ 85007 as Oblige, in the sum of THREE HUNDRED FIFTY TWO THOUSAND AND 00/100 DOLLARS (\$352,500.00) for which the sum, well and truly to be paid, we bind ourselves, our heirs, executors, administrators, successors and assigns, jointly and severally, firmly by these presents.

Sealed with our seals, and dated this 15<sup>th</sup> day of March, 2006

THE CONDITION OF THIS OBLIGATION IS SUCH, That, WHEREAS, the Principal has been granted a license or permit in ACC Docket Nos. T-03601A-04-0583, T-03789A-04, T-04150A-04-0583, T-04302A (Consolidated Company Number); Decision Nos. 65520 and Decision No. 67006 by the Oblige.

NOW, THEREFORE, If the Principal well and truly comply with applicable local ordinances, and conduct business in conformity herewith, then this obligation to be void; otherwise to remain in full force and effect.

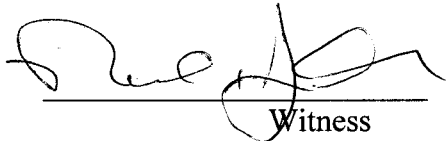
**PROVIDED, HOWEVER:**

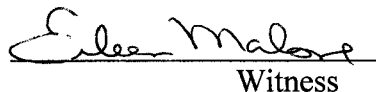
1. This bond shall continue in force:  
Until \_\_\_\_\_, or until the expiration date of any Continuation Certificate executed by the Surety.

OR

X Until cancelled as herein provided.

2. This bond may be cancelled by the Surety by sending of notice in writing to the Oblige, stating when, not less than thirty days thereafter, liability hereunder shall terminate as to subsequent acts or omissions of the Principal.

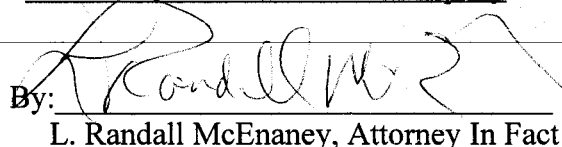
  
Witness

  
Witness

XO Communications Services, Inc.

By:   
Title

Westchester Fire Insurance Company

By:   
L. Randall McEnaney, Attorney In Fact

## SURETY RIDER

This rider is an attachment to and forms a part of Bond No. KO 73 49 42 7 issued by Westchester Fire Insurance Company, as surety, on behalf of XO Communications Services Inc., as Principal, in favor of Arizona Corporation Commission, Obligee.

This bond and rider replaces Greenwich Insurance Company ("Greenwich") Bond No. 45043074. The coverage provided by this bond and rider is retroactive to the date upon which Greenwich's bond originally provided coverage. By accepting this bond, the Obligee acknowledges and agrees that (a) the Greenwich bond has become null and void and that Greenwich has been discharged from all past, present and future liability under its bond; and (b) the liability of Westchester Fire Insurance Company shall not exceed the penal sum set forth in this new bond.

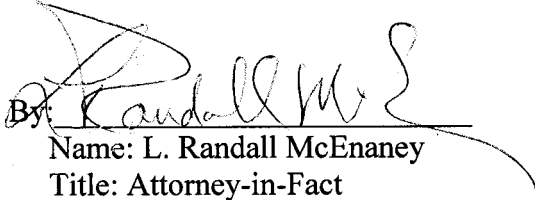
Nothing contained in this rider shall vary, alter or extend any provision or condition of this bond, except as herein expressly stated.

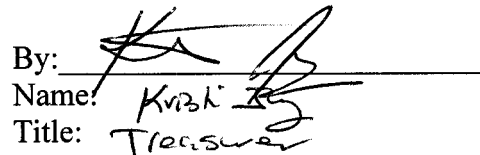
This rider may be signed in any number of counterparts, all of which, when taken together, shall constitute the same instrument and shall be binding upon all parties.

This rider has been issued simultaneously with the bond and is effective on the same date.

Surety: Westchester Fire Insurance Company

Principal: XO Communications  
Services Inc.

By:   
Name: L. Randall McEnaney  
Title: Attorney-in-Fact

By:   
Name: Krish  
Title: Treasurer

The undersigned accepts the terms of this rider on behalf of the Obligee and represents that he/she has the authority to bind the Obligee to the terms of this rider.

Obligee: Arizona Corporation Commission  
Phoenix, Arizona

By: \_\_\_\_\_  
Name:  
Title:  
Date:



**Know all men by these presents:** That **WESTCHESTER FIRE INSURANCE COMPANY**, a corporation of the State of New York, having its principal office in the City of Atlanta, Georgia, pursuant to the following Resolution, adopted by the Board of Directors of the said Company on November 8, 1999, to wit:

"RESOLVED, that the following Rules shall govern the execution for the Company of bonds, undertakings, recognizances, contracts and other writings in the nature thereof:

- (1) That the President, any Senior Vice President, any Vice President, and Assistant Vice President, or any Attorney-in-Fact, may execute for and on behalf of the Company any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof, the same to be attested when necessary by the Corporate Secretary, or any Assistant Corporate Secretary, and the seal of the Company affixed thereto; and that the President, any Senior Vice President, any Vice President or any Assistant Vice President may appoint and authorize any other Officer (elected or appointed) of the Company, as Attorneys-In-Fact to so execute or attest to the execution of all such writings on behalf of the Company and to affix the seal of the Company thereto.
- (2) Any such writing executed in accordance with these Rules shall be as binding upon the Company in any case as though signed by the President and attested to by the Corporate Secretary.
- (3) The signature of the President, or a Senior Vice President, or a Vice President, or an Assistant Vice President and the seal of the Company may be affixed by facsimile on any power of attorney granted pursuant to this Resolution, and the signature of a certifying Officer and the seal of the Company may be affixed by facsimile to any certificate of any such power, and any such power or certificate bearing such facsimile signature and seal shall be valid and binding on the Company.
- (4) Such other Officers of the Company, and Attorneys-In-Fact shall have authority to certify or verify copies of this Resolution, the By-Laws of the Company, and any affidavit or record of the Company necessary to the discharge of their duties.
- (5) The passage of this Resolution does not revoke any earlier authority granted by Resolutions of the Board of Directors."

Does hereby nominate, constitute and appoint **L. RANDALL MCENANEY, ROBERT B. MADOCKS and PHYLLIS CHECHILE** all of the City of New York, State of New York, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Five Million Dollars (\$5,000,000) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office.

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the corporate seal of the said **WESTCHESTER FIRE INSURANCE COMPANY** this 9th day of March 2006.



**WESTCHESTER FIRE INSURANCE COMPANY**

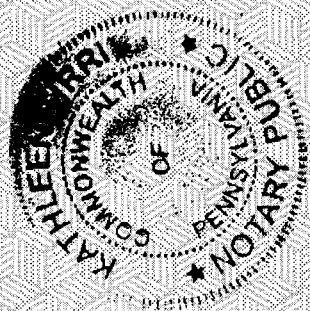
*Stephen M. Haney*

Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF PHILADELPHIA ss.

On this 9th day of March, A.D. 2006, before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the **WESTCHESTER FIRE INSURANCE COMPANY** to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company; that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



NOTARIAL SEAL  
Kathleen Tirri, Notary Public  
Philadelphia, Philadelphia County  
My commission expires September 22, 2007

*Kathleen Tirri*

Notary Public

I, the undersigned Secretary of **WESTCHESTER FIRE INSURANCE COMPANY**, do hereby certify that the original **POWER OF ATTORNEY**, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Secretary, and affixed the corporate seal of the Corporation, this 15th day of March, 2006



*George D. Mulligan*

George D. Mulligan, Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER March 9, 2008

**WESTCHESTER FIRE INSURANCE COMPANY****FINANCIAL STATEMENT****DECEMBER 31, 2005****ADMITTED ASSETS**

BONDS	\$1,655,482,596
SHORT - TERM INVESTMENTS	93,489,235
STOCKS	118,946,855
REAL ESTATE	0
CASH ON HAND AND IN BANK	275,775
PREMIUM IN COURSE OF COLLECTION*	123,588,897
INTEREST ACCRUED	17,757,019
OTHER ASSETS	233,090,132
TOTAL ASSETS	<u>\$2,242,630,509</u>

**LIABILITIES**

RESERVE FOR UNEARNED PREMIUMS	\$427,660,175
RESERVE FOR LOSSES	1,297,014,793
RESERVE FOR TAXES	23,819,231
FUNDS HELD UNDER REINSURANCE TREATIES	0
OTHER LIABILITIES	(45,884,056)
TOTAL LIABILITIES	<u>1,702,610,143</u>

CAPITAL: SPECIAL SURPLUS	213,300,000
CAPITAL: 928,592 SHARES, \$4.85 PAR VALUE	4,503,671
CAPITAL: PAID IN	160,938,389
SURPLUS (UNASSIGNED)	161,278,306
SURPLUS TO POLICYHOLDERS	<u>540,020,366</u>
TOTAL	<u>\$2,242,630,509</u>

(\*EXCLUDES PREMIUM MORE THAN 90 DAYS DUE.)

**STATE OF PENNSYLVANIA****COUNTY OF PHILADELPHIA**

John P. Taylor, being duly sworn, says that he is Vice President of Westchester Fire Insurance Company and that to the best of his knowledge and belief the foregoing is a true and correct statement of the said Company's financial condition as of the 31 st day of December, 2005.

Sworn before me this 13th day of April, 2006.  
Vice President  
Notary PublicOctober 21, 2009  
My commission expires**COMMONWEALTH OF PENNSYLVANIA**

Notarial Seal  
Danielle M. Darden, Notary Public  
City Of Philadelphia, Philadelphia County  
My Commission Expires Oct. 21, 2009  
Member, Pennsylvania Association of Notaries

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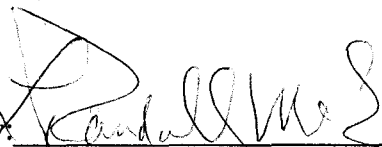
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Principal: XO Communications  
Services Inc.

By: 

Name: L. Randall McEnaney  
Title: Attorney-in-Fact

By: 

Name: Krish  
Title: Treasurer

The undersigned accepts the terms of this rider on behalf of the Obligee and represents that he/she has the authority to bind the Obligee to the terms of this rider.

Obligee: Arizona Corporation Commission  
Phoenix, Arizona

By: \_\_\_\_\_

Name:  
Title:  
Date:

### CERTIFICATE OF SERVICE

I hereby certify that the original and 18 copies of Notice of Compliance Filing were hand delivered this 2<sup>nd</sup> day of January 2007, to:

Arizona Corporation Commission  
Docket Control – Utilities Division  
1200 West Washington Street  
Phoenix, Arizona 85007

A handwritten signature in cursive script, reading "Linda J. Taboo", is written over a horizontal line.